

RECORDATION NO. 22845-R FILED

AUG 26 '10 -3 19 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

August 24, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated August 4, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 22845.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N. River Road, Suite 5000
Rosemont, IL 60018

Lessee: BNSF Railway Company
2650 Lou Menk Drive, 1st Floor
Ft. Worth, TX 76131-2830

A description of the railroad equipment covered by the enclosed document is for sixty (60) 66 ft. mill gondola cars having NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Documentation Specialist

Enclosures

(BNSF176)

ASSGN. NO. BNSF176

AUG 26 '10 -3 1.9 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this 4th day of August, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and BNSF Railway Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Full Service Lease Agreement (the "Lease"), dated as of July 1, 1995, as amended as of April 1, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 118 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 23, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourPrint Name: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETING

Title: _____

By: Susan GrokulskaName: SUSAN GROKULSKYTitle: ASSISTANT DIRECTOR OF DOCUMENTATIONExecuted on this 6th day of August, 2010

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, K. A. Dombrowski, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of August, 2010K. A. Dombrowski
Notary Public

My Commission Expires:

10-7-2013
(Notary Public)

LESSEE:

BNSF RAILWAY COMPANY

By: Richard A. Margl

Print Name: RICHARD A. MARGL

Title: AVP Carload Equipment

ATTEST:

By: Jeffrey T. Williams

Name: JEFFREY T. WILLIAMS

Title: ASSISTANT SECRETARY Executed on this 4th day of August, 2010.

[CORPORATE SEAL]



STATE OF TEXAS

RICHARD A. MARGL

COUNTY OF TARRANT

I, Loralee M. Surin, a Notary Public of the County and State
aforesaid, certify that AVP Carload Equipment personally appeared before me this
day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4th day of August, 2010.

Loralee M. Surin
Notary Public

Commission Expires:

Nov. 13, 2011
(Notary Public)

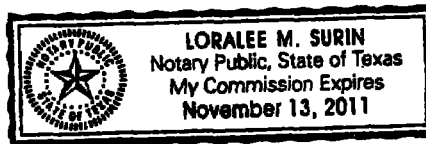


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Sixty (60)

DESCRIPTION OF CARS: 66 ft. mill gondola cars, 286 GRL (E735)

CAR NUMBERS:

NOKL 360002	NOKL 360067	NOKL 360154
NOKL 360005	NOKL 360073	NOKL 360157
NOKL 360008	NOKL 360074	NOKL 360159
NOKL 360009	NOKL 360079	NOKL 360160
NOKL 360013	NOKL 360085	NOKL 360161
NOKL 360014	NOKL 360091	NOKL 360162
NOKL 360019	NOKL 360093	NOKL 360163
NOKL 360020	NOKL 360094	NOKL 360165
NOKL 360021	NOKL 360095	NOKL 360171
NOKL 360032	NOKL 360098	NOKL 360172
NOKL 360037	NOKL 360102	NOKL 360174
NOKL 360038	NOKL 360103	NOKL 360175
NOKL 360041	NOKL 360111	NOKL 360181
NOKL 360042	NOKL 360124	NOKL 360184
NOKL 360043	NOKL 360125	NOKL 360188
NOKL 360052	NOKL 360136	NOKL 360189
NOKL 360054	NOKL 360137	NOKL 360191
NOKL 360058	NOKL 360138	NOKL 360193
NOKL 360065	NOKL 360149	NOKL 360195
NOKL 360066	NOKL 360151	NOKL 360199